

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	03/01/2011		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
CONSTELLATION CANADA LTD.		02/24/2011	CORPORATION: ILLINOIS
RECEIVING PARTY DATA			
Name:	CONSTELLATION WINES U.S., INC.		
Street Address:	235 N. BLOOMFIELD ROAD		
City:	CANANDAIGUA		
State/Country:	NEW YORK		
Postal Code:	14424		
Entity Type:	CORPORATION: NEW YORK		
PROPERTY NUMBERS Total: 12			
Property Type	Number	Word Mark	
Registration Number:	3178115	DANFIELD'S PRIVATE RESERVE	
Registration Number:	3152336	DANFIELD'S	
Registration Number:	2856100	ORDER OF MERIT	
Registration Number:	3650971	SCHENLEY	
Registration Number:	3471847	BLACK VELVET	
Registration Number:	1068680	MAC NAUGHTON	
Registration Number:	0575963	MACNAUGHTON'S	
Registration Number:	0955892	MC MASTER'S	
Registration Number:	0789137	ROYAL WEDDING	
Registration Number:	0770479	SCHENLEY	
Registration Number:	0699943	ROYAL COMMAND	
Registration Number:	0621426	BLACK VELVET	
CORRESPONDENCE DATA			

900263137

TRADEMARK  
 REEL: 005088 FRAME: 0441

OP \$315.00 3178115

Fax Number: 3122220818

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

Phone: 3122220800

Email: jhbrown@michaelbest.com

Correspondent Name: Jeffrey H. Brown

Address Line 1: Michael Best & Friedrich LLP

Address Line 2: 180 N. Stetson, Suite 2000

Address Line 4: Chicago, ILLINOIS 60601

ATTORNEY DOCKET NUMBER:	017587-9144
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NAME OF SUBMITTER:	Jeffrey H. Brown
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Signature:	/Jeffrey H. Brown/
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Date:	08/09/2013
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**Total Attachments: 9**

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## OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

FEBRUARY 24, 2011

6039-090-8

CT CORPORATION SYSTEM  
600 S 2ND ST  
SPRINGFIELD IL 62704

RE CONSTELLATION CANADA LTD.

DEAR SIR OR MADAM:

ENCLOSED YOU WILL FIND ARTICLES OF MERGER REGARDING THE ABOVE CORPORATION.

THE FILING FEE HAS BEEN RECEIVED AND CREDITED.

SINCERELY,

A handwritten signature in cursive script that reads "Jesse White".

JESSE WHITE  
SECRETARY OF STATE  
DEPARTMENT OF BUSINESS SERVICES  
CORPORATION DIVISION  
TELEPHONE (217) 782-6961

FORM **BCA 11.25** (rev. Dec. 2003)  
**ARTICLES OF MERGER,  
CONSOLIDATION OR EXCHANGE**  
Business Corporation Act

Secretary of State  
Department of Business Services  
501 S. Second St., Rm. 350  
Springfield, IL 62766  
217-782-6961  
www.cyberdriveillinois.com

**FILED**

FEB 24 2011

Remit payment in the form of a  
check or money order payable  
to Secretary of State.

Filing fee is \$100, but if merger or  
consolidation involves more than two  
corporations, submit \$50 for each  
additional corporation.

JESSE WHITE  
SECRETARY OF STATE

File # 60390908 Filing Fee: \$ 100.00 Approved: lt

----- Submit in duplicate ----- Type or Print clearly in black ink ----- Do not write above this line -----

NOTE: Strike inapplicable words in Items 1, 3, 4 and 5.

1. Names of Corporations proposing to ~~consolidate~~ <sup>merge</sup> and State or Country of Incorporation.  
~~exchange shares~~

Name of Corporation	State or Country of Incorporation	Corporation File Number
Constellation Canada Ltd.	Illinois	60390908
Constellation Wines U.S., Inc. <u>S</u>	New York	N/A <u>NR</u>
_____	_____	_____
_____	_____	_____

2. The laws of the state or country under which each Corporation is incorporated permits such merger, consolidation or exchange.

3. a. Name of the ~~new~~ <sup>surviving</sup> corporation: Constellation Wines U.S., Inc.  
~~acquiring~~

- b. Corporation shall be governed by the laws of: New York

For more space, attach additional sheets of this size.

4. Plan of ~~consolidation~~ <sup>merger</sup> is as follows:  
~~exchange~~  
See Attached.

6. The ~~consolidation~~ <sup>merger</sup> ~~exchange~~ was approved, as to each Corporation not organized in Illinois, in compliance with the laws of the state under which it is organized, and (b) as to each Illinois Corporation, as follows:

The following items are not applicable to mergers under §11.30 — 90 percent-owned subsidiary provisions. (See Article 7 on page 3.)

Mark an "X" in one box only for each Illinois Corporation.

Name of Corporation:	By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the Articles of Incorporation voted in favor of the action taken. (§11.20)	By written consent of the shareholders having not less than the minimum number of votes required by statute and by the Articles of Incorporation. Shareholders who have not consented in writing have been given notice in accordance with §7.10 and §11.20.	By written consent of ALL shareholders entitled to vote on the action, in accordance with §7.10 and §11.20.
Constellation Canada Ltd.	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. Not applicable if surviving, new or acquiring Corporation is an Illinois Corporation.

It is agreed that, upon and after the filing of the Articles of Merger, Consolidation or Exchange by the Secretary of State of the State of Illinois:

- The surviving, new or acquiring Corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any Corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such Corporation organized under the laws of the State of Illinois against the surviving, new or acquiring Corporation.
- The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring Corporation to accept service of process in any such proceedings, and
- The surviving, new or acquiring Corporation will promptly pay to the dissenting shareholders of any Corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of The Business Corporation Act of 1983 of the State of Illinois with respect to the rights of dissenting shareholders.

7. Complete if reporting a merger under §11.30 — 90 percent-owned subsidiary provisions.

- a. The number of outstanding shares of each class of each merging subsidiary Corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent Corporation:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

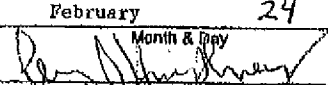
- b. Not applicable to 100 percent-owned subsidiaries.


The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary Corporation was \_\_\_\_\_  
Month & Day Year

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary Corporations received? ☐ Yes ☐ No

(If "No," duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and the notice of the right to dissent to the shareholders of each merging subsidiary Corporation.)

8. The undersigned Corporation has caused this statement to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true and correct. All signatures must be in BLACK INK.

Dated February 24, 2011 Constellation Canada Ltd.  
Month & Day Year Exact Name of Corporation  
  
 Any Authorized Officer's Signature  
 Perry R. Humphrey, Vice President  
Name and Title (type or print)

Dated February 24, 2011 Constellation Wines U.S., Inc.  
Month & Day Year Exact Name of Corporation  
  
 Any Authorized Officer's Signature  
 Oksana S. Dominach, Vice President  
Name and Title (type or print)

Dated \_\_\_\_\_, \_\_\_\_\_  
Month & Day Year Exact Name of Corporation  
 \_\_\_\_\_  
 Any Authorized Officer's Signature  
 \_\_\_\_\_  
 Name and Title (type or print)

***STATE OF NEW YORK***  
***DEPARTMENT OF STATE***

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of  
the Department of State, at the City of  
Albany, on February 28, 2011.

A handwritten signature in black ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro  
First Deputy Secretary of State

Rev. 05/09

ACR-41

110224000830

**CERTIFICATE OF MERGER  
OF  
CONSTELLATION CANADA LTD.  
AND  
CONSTELLATION WINES U.S., INC.  
INTO  
CONSTELLATION WINES U.S., INC.**

Under Section 904 of the Business Corporation Law of the State of New York

It is hereby certified that:

1. The name of each constituent corporation is as follows:
  - (a) Constellation Wines U.S., Inc., a New York corporation, originally incorporated under the name Canandaigua West, Inc.; and
  - (b) Constellation Canada Ltd., an Illinois corporation.
2. The name of the surviving corporation is Constellation Wines U.S., Inc.
3. The number of outstanding shares of the constituent entities are currently as follows, all of which are entitled to vote:
  - (a) Constellation Wines U.S., Inc. has 100 shares of common stock outstanding; and
  - (b) Constellation Canada Ltd. has 1,000 shares of common stock outstanding.
4. The effective date of the merger shall be March 1, 2011.
5. The Certificate of Incorporation of Constellation Wines U.S., Inc. was filed by the Department of State of the State of New York on July 8, 1994, under the original name of Canandaigua West, Inc.
6. The Certificate of Incorporation of Constellation Canada Ltd.. was filed by the Department of State of the State of Illinois on March 12, 1999, and it has not filed an application for authority to do business in New York.
7. Constellation Canada Ltd. has complied with the applicable provisions of the laws of the State of Illinois, in which it is incorporated, and this merger is permitted by such laws, and is in compliance therewith.
8. The Agreement and Plan of Merger was adopted by unanimous written consent of the Board of Directors of Constellation Wines U.S., Inc. on February 16, 2011, by written consent of the sole shareholder of Constellation Wines U.S., Inc. on February 16, 2011 and by unanimous written consent of the Board of Directors of Constellation Canada Ltd. on February

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**TRADEMARK**  
**REEL: 005088 FRAME: 0448**

14, 2011 and by written consent of the sole shareholder of Constellation Canada Ltd. On February 16, 2011.

*[Signature Page Follows]*

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IN WITNESS WHEREOF, this Certificate has been signed on the 24<sup>th</sup> day of February, 2011.

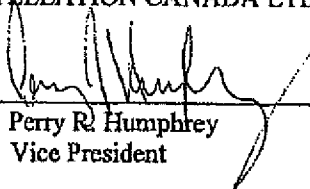
SURVIVING COMPANY:

MERGED COMPANY:

CONSTELLATION WINES U.S., INC.

CONSTELLATION CANADA LTD.

By:   
Name: Ronald C. Fondiller  
Title: Senior Vice President

By:   
Name: Perry R. Humphrey  
Title: Vice President

ACR-41

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CERTIFICATE OF MERGER  
OF  
CONSTELLATION CANADA LTD.  
AND  
CONSTELLATION WINES U.S., INC.  
INTO  
CONSTELLATION WINES U.S., INC.

Under Section 904 of the Business Corporation Law of the State of New York

2011 FEB 24 PM 4:21

FILED

ICC  
STATE OF NEW YORK  
DEPARTMENT OF STATE  
FILED

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BY:           

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FILED

2011 FEB 24 PM 4:22

Dawn Traficanti  
Nixon Peabody LLP  
Clinton Square  
Rochester, New York 14604

*3/1/11*

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Drawdown